

ENTERED IN

NO. 10574

FOREIGN PERMIT OF

THE TEXAS CORPORATION

DELAWARE

Capital Stock ---- \$ 350,000.00

Filing Fee ----- \$ 50.00

Franchise ----- \$

Remarks: 14,000,000 Shares

Common Stock @ \$25 per share

\$284,650.00 Paid in

Additional filing fee due \$245.00

10924

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 20 DAY OF Oct, 1931

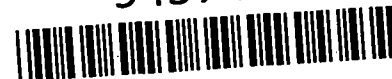
Wm J. Lawton

Secretary of State.

0853-540.1m.

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2566428

Approved
10/1/61
H. W. Burton

APPLICATION FOR PERMIT TO DO BUSINESS IN THE STATE OF TEXAS

I. THE TEXAS CORPORATION

duly organized and existing under the laws of Delaware hereby makes application to the Secretary of State of the State of Texas for a permit to do business in Texas for a period of ten years.

(Attached hereto and made a part of this application is a copy of original charter and all amendments thereto certified by the Secretary of State of the home state of the corporation.)

II. The purpose of the as said corporation desires to transact in Texas is

III. a. The home office of said corporation to which all notices from the Secretary of State are requested to be mailed is Home Office - 100 West 10th St., Wilmington, Delaware. Office to which all notices from Secretary of State are requested to be mailed is 720 San Jacinto Street, Houston, Texas.

(City)

(State)

b. The stockholders of the corporation are resident citizens of the States of

There are stockholders in all of the States of the United States.

c. The corporation now has permits to and is transacting business in the States of

None except Delaware, the State of incorporation. It is

expected that the corporation will be qualified to do business in all of the States of the United States.

d. Its business in the State of Texas is to be transacted at the various counties of the State with the principal office in the City of Houston.

e. The name of the manager or person in charge of said Texas business or agency will be

J. S. LEACH, 720 San Jacinto Street, Houston, Texas.

(Name)

(Street Address)

(City)

IV. The number of the directors of said corporation is 15 and the names and residences of its present board of directors are as follows:

Name

Residence and Address

See Rider A

V. a. The amount of the AUTHORIZED CAPITAL STOCK at this date is: ^{share}
Common Stock 14,000,000 shares par value \$25. per/ \$350,000,000
Preferred Stock None shares \$---
Non Par Value Common None shares
Non Par Preferred none shares

b. The amount of the SUBSCRIBED CAPITAL STOCK of the authorized capital stock at this date is:
Common Stock 11,386,253 shares \$284,656,325.00
Preferred Stock None shares \$---
Non Par Value Common None shares, actual consideration received or to be received per share \$ -- \$---
Non Par Preferred None shares, actual consideration received or to be received per share \$ -- \$---

c. The amount of the PAID IN CAPITAL STOCK of the authorized capital stock is:
Common Stock 11,386,253 shares \$284,656,325.00
Preferred Stock None shares \$---
Non Par Value Common None shares \$---
Non Par Preferred None shares \$---

d. The amount of the AUTHORIZED CAPITAL STOCK PAID IN CASH IS \$78,939,425.00

e. Attached hereto and made a part of this application is a verified statement of the assets and liabilities of the corporation.

We and each of us do solemnly swear that the facts set forth in the above and foregoing application for a permit to do business in Texas are true and correct.

Subscribed and sworn to this the 17th day of October, 1941.

(CORPORATE SEAL)

STATE OF NEW YORK
COUNTY OF NEW YORK

Executive Vice President

Executive Vice

Secretary

Before me, the undersigned authority, on this day personally appeared H. T. KLEIN,

Executive Vice President, and R. L. SAUNDERS, Secretary

of ~~xxx~~ THE TEXAS CORPORATION

known to me to be the persons whose names are subscribed to the foregoing instrument, who each for himself acknowledged to me that he executed the foregoing application for permit to do business in the State of Texas as the act and deed of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17th day of October, A. D. 1941.

(SEAL)

NOTARY PUBLIC, New York County
New York Co. City of N. Y.
New York Co. Registrar's P. 3875
Commission Expires March 30, 1943

IMPORTANT NOTICE!

- 1 At least fifty per cent of the authorized capital stock must be subscribed and at least ten percent paid in, or \$100,000.00 paid in cash.
- 2 The issued capital stock must be included as a liability in the statement of assets and liabilities of the corporation. Under the laws of the State of Texas, issued capital stock includes both the paid in capital stock and the stockholders' subscriptions to the unissued capital stock.
- 3 The minimum filing fee of \$50.00 must be paid when this permit is granted. At the expiration of the first permit year in Texas the correct fee due is computed as follows: Divide the sum of the Texas assets and receipts by the sum of the total assets and receipts and multiply the issued capital stock by the percentage so obtained. The capital stock employed in Texas thus determined is subject to a filing fee of \$50.00 for the first \$10,000.00, or fraction thereof, and \$10.00 for each additional \$10,000.00, or fraction thereof, and the additional amount due—after crediting the original \$50.00 payment—must be paid within 90 days after the expiration of the first permit year. The maximum filing fee is \$3500.00.
- 4 Within 90 days after the expiration of the first permit year, the corporation must file a first year franchise tax report and pay the tax from date of permit up to May 1st following the expiration of the first permit year in order to avoid penalty. Although the franchise tax is a separate charge from the additional filing fee both should be paid at the same time. Thereafter the tax accrues each May 1st.

ANTI-TRUST AFFIDAVIT

STATE OF NEW YORK

COUNTY OF NEW YORK

Before me, the undersigned authority, on this day personally appeared H. T. KLEIN

_____ who being by me duly sworn, deposes and says:

That ~~that~~ THE TEXAS CORPORATION is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the said THE TEXAS CORPORATION

has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the said THE TEXAS CORPORATION has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

Harry T. Klein
Executive Vice President.

Sworn to and subscribed before me, this 15th day of October A. D., 1941.

NOTARY PUBLIC, New York County
New York Co. Clerk's No. 43
New York Co. Register's No. 3875
Commission Expires March 30, 1943

(SEAL)

Francisco P. Rebuella
Notary Public in and for the County of
New York, State of ~~NEW YORK~~
New York.

NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit.

CERTIFICATE OF INCORPORATION

of

THE TEXAS CORPORATION.

I.

The name of this corporation is THE TEXAS CORPORATION.

II.

Its principal office in the State of Delaware is in the City of Wilmington, County of New Castle, and the name of its resident agent is Corporation Trust Company of America, whose address is 7 West Tenth Street, Wilmington, Delaware.

III.

The objects or purposes for which the corporation is formed and the nature of the business to be carried on, any one or all of which it may pursue in the United States of America and the states, districts, territories and possessions thereof and in foreign countries, are as follows:

(1) To engage in and carry on the petroleum business and the various branches thereof, including the production, storage, transportation, purchase and sale of oil and gas and their products and by-products, and refining, treating, applying, compounding and preparing them for market;

(2) To engage in and carry on the business of mining, manufacturing and merchandising, including the storage and transportation of materials, supplies and products, without limit as to kind and whether similar to or different from the petroleum business;

(3) To acquire, own, hold, enjoy, operate, dispose of and convey real and personal property of any description, including mines, wells, plants, works, refineries, factories, mills, shops, terminals, wharves, docks, piers, stations,

warehouses, pipe lines, wire lines, storage tanks, tram roads, office buildings, ships and marine equipment, tank car and rail equipment, motor and road equipment, and to engage in construction for others.

(4) To acquire, own, hold, enjoy, dispose of and transfer stock, bonds, notes and other securities, as well as accounts, contracts and evidences of indebtedness, of corporations, associations and organizations, in whatsoever business or activity engaged and whether private or public in their character, and while owner of stock to exercise all rights of ownership, including the right to vote thereon and with respect thereto;

(5) To make loans to and guarantee the stock, bonds and obligations of other corporations, associations, firms and persons, when so doing, in the opinion of the board of directors, would tend to promote the business of this corporation;

(6) To acquire, own, hold, enjoy, dispose of and transfer patents, trade marks, copyrights, licenses, formulae and choses in action of any kind.

(7) To do all and everything useful in or incidental to the accomplishment of the objects and purposes herein stated, as principal, agent, contractor, trustee, or otherwise, either alone or in association with others, to the same extent and as fully as could natural persons.

No enumeration of specific objects, purposes or powers, or particular description of business in this article shall be held to limit or restrict in any manner those enumerations or descriptions which are general in their character, and the objects, powers and descriptions of one section shall in no wise be limited or restricted by reference

to or inference from the terms of any other section.

IV.

The amount of the total authorized capital stock of the corporation is Two Hundred and Fifty Million Dollars (\$250,000,000) divided into Ten Million (10,000,000) shares of Twenty Five Dollars (\$25) each of common stock.

The amount of capital stock with which it will commence business is One Thousand Dollars (\$1,000.).

V.

The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME:</u>	<u>RESIDENCE:</u>	<u>NO. OF SHARES:</u>
E. M. Crone	4 Hillcrest Road, Mt. Vernon, N. Y.	15
F. L. Hanks	211 Sixth Avenue, West, Roselle, N. J.	15
George W. Ray, Jr.	164 - 23rd Street, Jackson Heights, N. Y.	15

VI.

The corporation is to have perpetual existence.

VII.

The private property of the stockholders is not to be subject to the payment of corporate debts to any extent whatever.

VIII.

No holder of stock of this corporation shall have any preferential right of subscription to any shares of any class of stock of the corporation issued or sold, or to any obligations convertible into stock of the corporation, or any right of subscription to any thereof other than such, if any, as the board of directors in its discretion may determine, and

at such prices as the board of directors may fix.

IX.

The corporation may use its surplus earnings or accumulated profits in the purchase or acquisition of its own capital stock from time to time as its board of directors shall determine, and such capital stock so purchased may, if the directors so determine, be held in the treasury of the company as treasury stock, to be thereafter disposed of in such manner as the directors shall deem proper.

X.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of the corporation, subject to the power of the stockholders to alter or repeal;

To fix in the by-laws from time to time the number of directors of the corporation, none of whom need be a stockholder;

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation and conveyances of its real estate;

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or

directors;

If the by-laws so provide, to designate by resolution three or more of its number to constitute an executive committee, which committee shall, for the time being, have and exercise such of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of the corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having a voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

XI.

This corporation reserves the right to amend, alter,

change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the statements herein made are true, and do respectively agree to take the number of shares of stock hereinbefore set opposite our names, and accordingly have hereunto set our hands and seals this 25th day of August, A. D. 1926.

<u>E. M. Crone</u>	<u>L.S.</u>	<u>15</u> shares
<u>F. L. Hanks</u>	<u>L.S.</u>	<u>15</u> shares
<u>George W. Ray, Jr.</u>	<u>L.S.</u>	<u>15</u> shares

In the presence of:

<u>A. E. Carroll</u>
<u>G. M. Gwin</u>

STATE OF NEW YORK :

ss.

COUNTY OF NEW YORK:

Be it remembered that on this 25th day of August, A. D. 1926, personally appeared before me, WALTER D. KELLY, a Notary Public, E. M. CRONE, F. L. HANKS and GEORGE W. RAY, JR., parties to the foregoing certificate of incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed,

sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Walter D. Kelly
Notary Public.

~~(NOTARIAL SEAL OF~~
WALTER D. KELLY,
NOTARY PUBLIC,
NEW YORK COUNTY)

Notary Public
New York County Clerk's No. 262
New York Register's No. 8236
My Commission expires March 30, 1928

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

THE TEXAS CORPORATION, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on August 26, 1926, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on August 26, 1926, DOES HEREBY CERTIFY:

That, it appearing by the Certificate of the judges appointed for the purpose of conducting, at the special meeting of the stockholders of the above corporation held on the 6th day of November, 1929, in the City of New York, State of New York, at 11 o'clock in the forenoon for the consideration of the amendments hereinafter set forth, the vote of the stockholders for and against the adoption of said amendments, that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation have voted in favor thereof, the following amendments to the Certificate of Incorporation of the above corporation were duly adopted in accordance with the provisions of Section 26 of the General Corporation law of the State of Delaware as amended:

FIRST: Article IV was amended to read:

"The amount of the total authorized capital stock of the Corporation is \$350,000,000, divided into

14,000,000 shares of \$25 each of common stock."

SECOND: Paragraph 5 of Article X was amended to read:

"To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, with or without the privilege of conversion into stock of the Corporation; and also to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation and conveyances of its real estate."

THIRD: The capital of said corporation will not be reduced under or by reason of said proposed amendments.

IN WITNESS WHEREOF the said THE TEXAS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. C. Holmes, its President, and E. M. Crone, its Secretary, this 6th day of November, 1929.

THE TEXAS CORPORATION

By R. C. HOLMES
President

By E. M. CRONE
Secretary

~~(Corporate seal of The~~
Texas Corporation)

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 6th day of November, 1929, personally came before me, WALTER D. KELLY, a Notary Public in and for the County and State aforesaid, R. C. HOLMES, President of The Texas Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. C. HOLMES as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

WALTER D. KELLY
Notary Public
New York County Clerk's No. 64
New York Register's No. 0-91
My Commission expires March 30, 1930

~~(NOTARIAL SEAL OF~~
WALTER D. KELLY,
NOTARY PUBLIC,
NEW YORK COUNTY)

RESOLVED that The Texas Corporation, a corporation duly incorporated under the laws of the State of Delaware, does hereby make, constitute and appoint J. S. Leach, 720 San Jacinto Street, Houston, Texas, a resident citizen of the State of Texas, its true and lawful attorney in fact for and in the State of Texas, upon whom all process of law against said corporation in any action or legal proceeding may be served, subject to and in accordance with all the provisions of the laws of the State of Texas, and all amendments thereto; and that the said corporation hereby specially agrees that any and all lawful processes against it which may be served upon its said attorney in fact shall be deemed valid personal service upon said corporation and shall be of the same force and validity as if served upon said corporation; and that this authority shall continue in full force as long as said corporation is authorized to do business in Texas, and for a period of four years from and after the date said corporation shall have surrendered its charter or shall have ceased to do business in the State of Texas; and that the Executive Vice President and Secretary are hereby authorized to execute in the name of the corporation and under its corporate seal a Power of Attorney to be filed with the Secretary of State of the State of Texas.

I, W. G. ELICKER, Assistant Secretary of THE TEXAS CORPORATION, hereby certify that the foregoing is a true and exact copy of a resolution of the Executive Committee of The Texas Corporation, which resolution was duly made, passed and adopted at a legal meeting of said Executive Committee, held on the 2nd day of October, A. D., 1941, and that the passage of said resolution was in all respects regular and according to the By-Laws of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the seal of said Corporation this 8th day of October, A. D. 1941.


Assistant Secretary

State of Delaware



Office of Secretary of State.

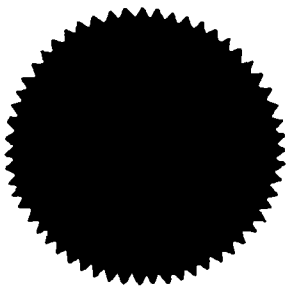
J. Earle D. Willey, Secretary of State of the State of Delaware,
do hereby certify

that the above and foregoing pages numbered from 1 to 7, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of "THE TEXAS CORPORATION", as received and filed in this office the twenty-sixth day of August, A.D. 1926, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 8 to 10, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of "THE TEXAS CORPORATION", as received and filed in this office the sixth day of November, A.D. 1929, at 3 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand

and official seal, at Dover, this
sixth day of October, in the year
of our Lord one thousand nine hundred
and forty-one.



Earle D. Willey
Secretary of State

CONSENT OF THE TEXAS COMPANY

WHEREAS the undersigned, THE TEXAS COMPANY, is a Delaware corporation duly authorized to do business in the State of TEXAS ; and

WHEREAS said THE TEXAS COMPANY is a wholly-owned subsidiary of The Texas Corporation, a Delaware corporation; and

WHEREAS it is desired that said The Texas Corporation be duly qualified to do business in the State of TEXAS

NOW, THEREFORE, the undersigned, THE TEXAS COMPANY,
hereby consents to the granting to said The Texas Corpora-
tion of authority to do business in the State of
TEXAS

IN WITNESS WHEREOF, THE TEXAS COMPANY has caused this consent to be executed by its Executive Vice President and its corporate seal to be hereunto affixed and attested by its ^{(Assistant} Secretary this 15th day of October, 1941.

THE TEXAS COMPANY

Attest:

By: Harry A. Klem
Executive Vice President

W. G. Lick
Asst. Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss

On the 15th day of October, in the year 1941, before me personally came HARRY T. KLEIN, to me known, who, being by me duly sworn, did depose and say that he resides in the City and State of New York; that he is the Executive Vice President of THE TEXAS COMPANY, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Executive Committee of said corporation, and that he signed his name thereto by like order.

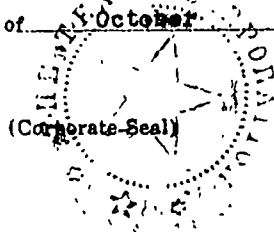
Francis P. Belmont
Notary Public, New York City
New York Co. Clerk's No. 43
New York Co. Registrar's No. 3R75
Commission Expires March 30, 1943

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That ~~THE~~ THE TEXAS CORPORATION,
a corporation duly incorporated under the laws of the State of Delaware
does hereby make, constitute and appoint J. S. Leach,
720 San Jacinto Street, Houston, Texas, a resident citizen
(Street Address) (City)
of the State of Texas, its true and lawful attorney in fact for and in the State of Texas, upon whom all
process of law against said corporation in any action or legal proceeding may be served, subject to and in
accordance with all the provisions of the laws of the State of Texas, and all amendments thereto; and
the said corporation hereby specially agrees that any and all lawful processes against it which may be
served upon its said attorney in fact, shall be deemed valid personal service upon said corporation and
shall be of the same force and validity as if served upon said corporation; and this authority shall con-
tinue in full force as long as said corporation is authorized to do business in Texas, and for a period of
four years from and after the date said corporation shall have surrendered its charter or shall have
ceased to do business in the State of Texas.

IN WITNESS WHEREOF, the said corporation, in accordance with a resolution of its ~~Board of Directors~~ Executive
Committee,
~~has~~ duly passed on the 2nd day of October, 1941, a certified copy of which
is hereto attached, ~~has~~ Executive Vice affixed its corporate seal and caused the same to be subscribed
and attested by its president and secretary in the city of NEW YORK
NEW YORK County, NEW YORK, on this the 17th day
of October, A. D., 1941.



Harry T. Klein
Executive Vice President

ATTEST:

R. L. Saunders
Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK S S

BEFORE ME, the undersigned authority, a Notary Public in and for NEW YORK County,
on this day personally appeared H. T. KLEIN, Executive Vice President, and
R. L. SAUNDERS, Secretary, of THE TEXAS CORPORATION,
a corporation, known to me to be the persons whose names are subscribed to the foregoing instrument
and each acknowledged to me that they executed the same as the act and deed of said corporation for
the purposes and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal of office this the 17th day of October, A. D., 1941.



Francisco P. Rabuelta
Notary Public, New York Co., New York
New York Co. Clerk's No. 43
New York Co. Registrar's No. 3275
Commission Expires March 30, 1943
County of New York, State of New York

IMPORTANT NOTICE

- (1) Power of Attorney properly executed appointing Agent for Service for the corporation in this State must accompany Application for Permit to do Business in the State of Texas.
- (2) In the event of the death, resignation or removal of the Agent so appointed, or the revocation of the Power of Attorney by the corporation, a substitute Power of Attorney should be executed and filed in this office immediately.

Secretary of State.



The State of Texas

Secretary of State

PERMIT NO. 10574

This is to certify that THE TEXAS CORPORATION,
 incorporated under the laws of Delaware, has this
 day complied with the laws governing the admission of foreign corporations to transact business in Texas,
 and is hereby granted a permit to transact the following business for a period of ten years from this date:

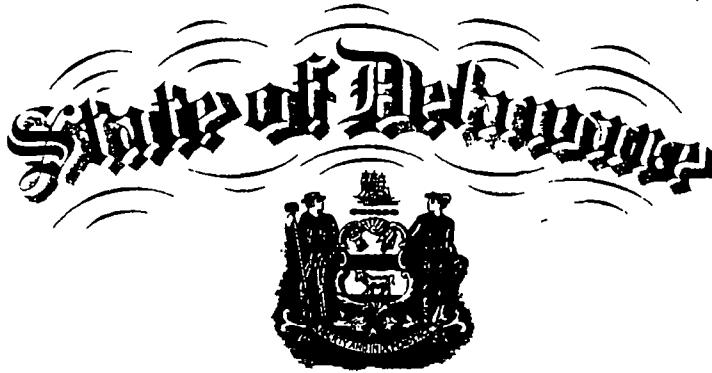
The buying, selling, storing and transporting of oil, gas, salt, brine and other mineral solutions and liquefied minerals; also sand and clay for the manufacture and sale of clay products; and the production of oil and gas; and to lay down, construct, maintain and operate pipe lines, tubes, tanks, pump stations, connections, fixtures, storage houses, and such machinery, apparatus, devices and arrangements as may be necessary to operate such pipes and pipe lines; to own, hold, use and occupy such lands, rights-of-way, easements, franchises, buildings and structures as may be necessary for the purposes of the corporation; to enter upon, condemn and appropriate the lands, rights-of-way, easements and property of any person or corporation; to own and operate refineries, casing and treating plants, sales offices, warehouses, docks, ships, tank cars and vehicles necessary in the conduct of its business; and if and when not owning or operating oil pipe lines in this State, except private pipe lines in and about its refineries, fields and stations, to engage in the oil and gas producing business, prospecting for and producing oil and gas and owning and holding lands, leases and other property for said purposes; and to exercise all such other further powers, whether similar to those herein enumerated or otherwise, and subject to such limitations and restrictions, as are provided for domestic corporations in Chapter 15, Title 32, of the Revised Civil Statutes of Texas of 1925 and in the Act of the 44th Legislature approved April 27, 1935 (Chapter 110, page 296), together with such further powers and privileges as are conferred on foreign corporations by the laws of the State of Texas, which said business it is authorized to transact by the charter and which business it is authorized to transact within the State of its creation, under and by virtue of said charter, and is authorized by the laws of Texas,

together with such further powers and privileges as are conferred on foreign corporations by the laws of Texas, subject to compliance with the Constitution and laws thereof.

IN WITNESS WHEREOF, I witness my official signature and the Seal of the State of Texas,
 affixed at Austin, this 20th day of October, 194 1.

Wm. J. LAMSON

Secretary of State.



Office of Secretary of State.

I Earle D. Willey, Secretary of State of the State of Delaware,
do hereby certify that the certificate of incorporation of "THE
TEXAS CORPORATION", was filed in this office on August 26, 1926;
that a certificate of amendment thereof changing the amount of the
total authorized capital stock and paragraph 5 of Article X was filed
on November 6, 1929; that no other amendments have been filed; and
that the charter of said corporation has not been cancelled and
that said corporation is in good standing in this State.

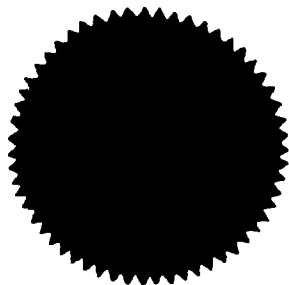
In Testimony Whereof, I have hereunto set my hand

and official seal, at Dover,

this seventh day of October, in

the year of our Lord one thousand

nine hundred and forty-one.



Earle D. Willey
Secretary of State

THE TEXAS CORPORATION
CONDENSED BALANCE SHEET
JUNE 30, 1941

ASSETS

Cash	\$ 26,887,405.76
Marketable Securities	7,500,000.00
Notes and Accounts Receivable	785,653.14
Investments and Advances to Subsidiary and Other Companies (Less \$37,028,843.07 Reserve for Possible Losses)	468,476,647.15
Prepaid and Deferred Charges	112,745.51

<u>TOTAL ASSETS</u>	<u>503,762,451.56</u>
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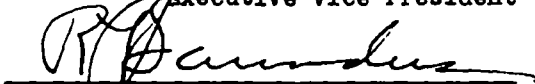
LIABILITIES AND CAPITAL

Notes and Accounts Payable	2,371,900.52
Accrued Taxes and Interest	619,118.39
Provision for Federal Income Tax	1,842,557.53
Dividends Payable	5,437,997.00
Funded and Long Term Debt	107,255,325.00
Deferred Credits	29,179.49
Reserves	12,950,346.02
Capital Stock (Less \$12,756,475.00 held in Treasury)	271,899,850.00
Capital Surplus	70,753,143.08
Earned Surplus	30,603,034.53

<u>TOTAL LIABILITIES AND CAPITAL</u>	<u>503,762,451.56</u>
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STATE OF NEW YORK
COUNTY OF NEW YORK

We and each of us do solemnly swear that the above is a true and correct statement of the Assets and Liabilities of The Texas Corporation, as of the close of business on June 30, 1941.


Executive Vice President

Secretary

Subscribed and sworn to before
me this 17th day of October, 1941.

Francisco P. Reuelta
Notary Public

NOTARY PUBLIC
New York Co. District No. 43
New York Co. Register No. 3875
Commission Expires March 30, 1943

11376700018

FOREIGN AMENDMENT

NO. 10574

FOREIGN PERMIT OF

THE TEXAS CORPORATION

DELAWARE

Merging THE TEXAS COMPANY into
THE TEXAS CORPORATION and continuing
under the name of THE TEXAS COMPANY

Capital Stock ---- \$

Filing Fee ----- \$ 50.00

Franchise ----- \$

Remarks:

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 3rd DAY OF November, 1941

Secretary of State.

CERTIFICATE OF OWNERSHIP

BY

THE TEXAS CORPORATION

A DELAWARE CORPORATION

MERGING

THE TEXAS COMPANY

A DELAWARE CORPORATION

INTO SAID

THE TEXAS CORPORATION

UNDER AND PURSUANT TO SECTION 59A OF THE
"GENERAL CORPORATION LAW OF THE STATE OF DELAWARE"

Including a copy of the Resolution of Merger adopted by the Board of Directors of said The Texas Corporation on October 24th, 1941, to merge The Texas Company into said The Texas Corporation, and to assume all of the obligations and the then existing corporate name of said The Texas Company.

This Certificate of Ownership made by The Texas Corporation, a corporation now organized and existing under the provisions of the "General Corporation Law of the State of Delaware," is made under and pursuant to Section 59A of said General Corporation Law of the State of Delaware by the officers of said The Texas Corporation, and by this Certificate of Ownership said THE TEXAS CORPORATION DOES CERTIFY:

1. That it, said The Texas Corporation, hereinafter sometimes termed or referred to as "said parent corporation," now, namely on this 27th day of October, 1941, owns and is the sole and absolute owner of all the stock, being all of the issued, outstanding, and authorized stock and shares of stock, of The Texas Company, which latter corporation is also now organized and now existing under the provisions of said General Corporation Law of the State of Delaware, with its principal place of business in the State of Delaware in New Castle County; and

2. That the Board of Directors of said The Texas Corporation, at a regular meeting of said Board of Directors duly held on October 24th, 1941, adopted a certain resolution, and two certain preambles thereto, to merge said The Texas Company into said The Texas Corporation, and to assume all of the obligations and the then corporate name of said

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The Texas Company, which resolution with the two preambles thereto are together termed and designated "Resolution of Merger," and that a true and correct copy of that resolution and the two preambles thereto, which is now in full force and effect, is as follows:

"RESOLUTION OF MERGER"

"WHEREAS, this corporation, The Texas Corporation, is a corporation now organized and existing under the provisions of the General Corporation Law of the State of Delaware, and now, namely, on this 24th day of October, 1941, owns and is the sole and absolute owner of all the stock, being all of the issued, outstanding, and authorized stock and shares of stock, of The Texas Company, which latter corporation is also now organized and now existing under the provisions of said General Corporation Law of the State of Delaware, and which latter corporation is authorized to engage in business similar or incidental to the business which this corporation is authorized to engage in; and

"WHEREAS, under Section 59A of the General Corporation Law of Delaware a parent corporation may merge into itself a wholly owned subsidiary, take over all the property and assets of said subsidiary, assume its obligations and its corporate name; that under said enactment The Texas Corporation (parent corporation) and The Texas Company (subsidiary corporation) meet the qualifications and requirements of the said Act;

"NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED that this corporation, said parent corporation, said The Texas Corporation, effective the beginning of business November 1, 1941, does:

(a) Merge into itself said The Texas Company with the full force, effect, titles, estates, rights, privileges, franchises, powers, and consequences as set forth in and provided by said Section 59A of the General Corporation Law of the State of Delaware; and

(b) Assume all of the obligations of said The Texas Company, said merging corporation, and

(c) Relinquish its present and existing corporate name of "The Texas Corporation" and does hereby assume in place thereof the name of said "The Texas Company," said merging corporation.

and for such purposes the President or a Vice President of this corporation, said The Texas Corporation, and the Secretary or Treasurer of this corporation be and they are hereby authorized and directed to make, sign, and execute in the present and existing name of this corporation, namely "The Texas Corporation," and under this corporation's corporate seal, a Certificate of Ownership, referred to in said

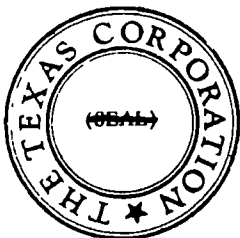
Section 59A of the General Corporation Law of the State of Delaware, certifying the ownership by this corporation, said parent corporation, said The Texas Corporation, of all of the stock of said merging corporation, said The Texas Company, and setting forth a copy of this resolution and all of the preambles thereto, which resolution and the preambles thereto are together termed and designated "Resolution of Merger," and also the date of the adoption of this said Resolution of Merger, that date being October 24th, 1941, and that the proper officers of this corporation cause the Certificate of Ownership, when made, signed and executed as in this resolution aforesaid, to be filed in the office of the Secretary of State of the State of Delaware, and cause a certified copy of said Certificate of Ownership to be recorded in the office of the Recorder of Deeds of New Castle County, Delaware, in which county is located the principal place of business of both said The Texas Corporation, said parent corporation, and said The Texas Company, said merging corporation, and that the President or any Vice President of this corporation acting alone is hereby authorized and directed to do all other acts and things whatsoever whether within or outside the State of Delaware, which may be or become in any wise necessary, requisite, proper, or desirable to effectuate this Resolution of Merger and the action taken therein and the full and complete accomplishment of the aforesaid merger, as set forth in Section 59A of the General Corporation Law of the State of Delaware and in or by this Resolution of Merger provided or imported; and further, the Secretary or any Assistant Secretary is hereby authorized to affix the corporate seal of this corporation and attest same when required by any such officer above authorized."

IN WITNESS WHEREOF said The Texas Corporation has made and executed this Certificate of Ownership signed by its President and by its Secretary in its present and existing corporate name and under its corporate seal, said seal having been affixed to this Certificate by its officer thereunto duly enabled, all this 27th day of October, 1941.

THE TEXAS CORPORATION

By ~~(sgd)~~ W. S. S. RODGERS,
President.

~~(sgd)~~ R. L. SAUNDERS,
Secretary.



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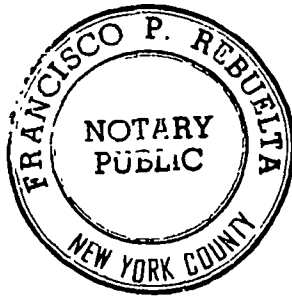
STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

BE IT REMEMBERED that on this 27th day of October, 1941, personally came before me, FRANCISCO P. REBUELTA, a Notary Public in and for the county and State aforesaid, W. S. S. RODGERS, President of The Texas Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. S. S. Rodgers, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation, duly affixed by its authority, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(sgd) FRANCISCO P. REBUELTA,
Notary Public, New York County
New York Co. Clerk's No. 43
New York Co. Register's No. 3R75
Commission Expires March 30, 1943

(SEAL)



STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, Earle D. Willey, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Ownership of "THE TEXAS CORPORATION," merging "THE TEXAS COMPANY," pursuant to Section 59A of the General Corporation Law of the State of Delaware, as received and filed in this office the first day of November, A.D. 1941, at 8:30 o'clock A. M.;

And I do hereby further certify that "THE TEXAS CORPORATION" has today relinquished its corporate name and assumed in place thereof the name "THE TEXAS COMPANY."

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this 1st day of November in the year of our Lord one thousand nine hundred and forty-one.

Earle D. Willey
Secretary of State



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*File
11/3/41
Homer Burton*

CERTIFICATE OF OWNERSHIP

BY

THE TEXAS CORPORATION
A DELAWARE CORPORATION

MERGING

THE TEXAS COMPANY
A DELAWARE CORPORATION

INTO SAID

THE TEXAS CORPORATION

UNDER AND PURSUANT TO SECTION 59A OF THE
"GENERAL CORPORATION LAW OF THE STATE OF DELAWARE"

Including a copy of the Resolution of Merger adopted by the Board of Directors of said The Texas Corporation on October 24th, 1941, to merge The Texas Company into said The Texas Corporation, and to assume all of the obligations and the then existing corporate name of said The Texas Company.

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